

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re: : Chapter 11

NEXTWAVE PERSONAL : Case No. 98 B 21529 (ASH)
COMMUNICATIONS INC., et al., :
 : (Jointly Administered)
Debtors.
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**ORDER (i) DECLARING THAT THE DEBTORS' EXCLUSIVE PERIOD IS TOLLED
PENDING EXPIRATION OF THE SECOND CIRCUIT STAY AND, IN THE
ALTERNATIVE (ii) EXTENDING THE DEBTORS' EXCLUSIVE PERIOD**

Upon the Motion of NextWave Personal Communications Inc., NextWave Partners Inc., NextWave Power Partners Inc., NextWave Wireless Inc. and NextWave Telecom Inc. (collectively, the "Debtors"), the above-captioned debtors and debtors-in-possession, for an order pursuant to Sections 105 and 1121 of the Bankruptcy Code and Bankruptcy Rule 8005 (i) Declaring that the Debtors' Exclusive Period is Tolloed Pending Expiration of the Second Circuit Stay or, in the Alternative (ii) Extending the Debtors' Exclusive Period to Maintain the Status Quo (the "Motion"); and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334 and the Standing Order of Referral of Cases to Bankruptcy Court Judges of the District Court of the Southern District of New York, dated July 10, 1984 (Ward, Acting C.J.); and consideration of the Motion being a core proceeding pursuant to 28 U.S.C. § 157(b); and good and sufficient notice of the Motion having been given; and good cause appearing therefor, and after due deliberation, it is hereby

ORDERED that, in light of the Second Circuit's issuance of a stay pending appeal of this Court's Avoidance Judgment on August 31, 1999, the time within which the Debtors have the exclusive right to solicit acceptances of their Plan is deemed to be tolled automatically until the

Second Circuit's stay is lifted, at which time the remaining 13 days of exclusivity shall re-commence;
and it is further

ORDERED that, to the extent exclusivity is not tolled by operation of law, exclusivity be, and
hereby is, extended until the date that is 13 days following the date the Second Circuit's stay is lifted,
in order to maintain the status quo; and it is further

ORDERED that this Order is without prejudice to the Debtors' right to seek additional
extensions of their exclusivity period; and it is further

ORDERED that the requirement in Local Bankruptcy Rule 9013-1(b) that the Debtors file
a memorandum of law in support of the Motion be, and hereby is, dispensed with and waived.

Dated: White Plains, New York
September 15, 1999

/s/ Adlai S. Hardin, Jr.
HONORABLE ADLAI S. HARDIN, JR.,
UNITED STATES BANKRUPTCY JUDGE